



Corp. Office: Shree Laxmi Woolen Mills Estate, 2nd Floor,
R.R. Hosiery, Off Dr. E. Moses Rd. Mahalaxmi, Mumbai - 400 011
Tel: (022) 3001 6600 Fax: (022) 3001 6601
CIN No.: L17100MH1905PLC000200

September 25, 2021

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai- 400 001

National Stock Exchange of India Limited

Exchange Plaza, Plot C/1, G-Block
Bandra-Kurla Complex, Bandra East,
Mumbai- 400051

Security code: 503100

Symbol: PHOENIXLTD

Dear Sir(s),

Sub: Disclosure of voting results of the remote e-voting and voting at the 116th Annual General Meeting ('AGM') of The Phoenix Mills Limited

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith details regarding the voting results (remote e-voting and e-voting during the AGM) of the businesses transacted at the 116th Annual General Meeting of the Company held on Friday, September 24, 2021.

We also enclose herewith the Scrutinizer's Combined Report on remote e-voting and e-voting during the AGM.

We would also like to inform that all items of business contained in the Notice of the 116th Annual General Meeting dated August 6, 2021 were transacted and approved by the Shareholders with requisite majority.

The aforesaid voting results and Scrutinizer's Combined Report are also being uploaded on the website of the Company at www.thephoenixmills.com and the Link Intime India Private Limited at <https://instavote.linkintime.co.in>.

You are requested to take the same on record.

Thanking you,

Yours' faithfully,

For The Phoenix Mills Limited

Gajendra Mewara
Company Secretary

Encl: a/a

**Voting Results of the 116th Annual General Meeting of the Company
(Remote e-voting and e-voting at the AGM)**

| | |
|---|--------------------|
| Date of the Annual General Meeting / Extra-ordinary General Meeting | September 24, 2021 |
| Total number of shareholders on record date i.e. as of cutoff date: September 17, 2021 | 30,564 |
| <i>No. of shareholders present in the meeting either in person or through proxy:</i> | |
| Promoter and Promoter Group | Not Applicable |
| Public | Not Applicable |
| <i>No. of Shareholders attended the meeting through Video Conferencing:</i> | |
| Promoter and Promoter Group | 9 |
| Public | 60 |

| Resolution Required : (Ordinary) | | | 1 - To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon. | | | | | |
|---|----------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | NO | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 78214487 | 78214487 | 100.0000 | 78214487 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 78214487 | 100.0000 | 78214487 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 87185001 | 68434443 | 78.4934 | 6834443 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 6834443 | 78.4934 | 6834443 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 6564938 | 357375 | 5.4437 | 357345 | 30 | 99.9916 | 0.0084 |
| | Poll | | 21162 | 0.3223 | 21162 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 378537 | 5.7660 | 378507 | 30 | 99.9921 | 0.0079 |
| Total | | 171964426 | 147027467 | 85.4988 | 147027437 | 30 | 100.0000 | 0.0000 |

| Resolution Required : (Ordinary) | | | 2 - To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Report of the Auditors thereon. | | | | | |
|---|----------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | NO | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 78214487 | 78214487 | 100.0000 | 78214487 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 78214487 | 100.0000 | 78214487 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 87185001 | 68434443 | 78.4934 | 68434443 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 68434443 | 78.4934 | 68434443 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 6564938 | 357375 | 5.4437 | 357345 | 30 | 99.9916 | 0.0084 |
| | Poll | | 21162 | 0.3223 | 21162 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 378537 | 5.7660 | 378507 | 30 | 99.9921 | 0.0079 |
| Total | | 171964426 | 147027467 | 85.4988 | 147027437 | 30 | 100.0000 | 0.0000 |

| Resolution Required : (Ordinary) | | | 3 - To declare a dividend of Rs. 1/- per Equity Share of the face value of Rs. 2/- each, for the Financial Year ended March 31, 2021 | | | | | |
|---|----------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | NO | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 78214487 | 78214487 | 100.0000 | 78214487 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 78214487 | 100.0000 | 78214487 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 87185001 | 68516789 | 78.5878 | 68516789 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 68516789 | 78.5878 | 68516789 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 6564938 | 357375 | 5.4437 | 357345 | 30 | 99.9916 | 0.0084 |
| | Poll | | 21162 | 0.3223 | 21162 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 378537 | 5.7660 | 378507 | 30 | 99.9921 | 0.0079 |
| Total | | 171964426 | 147109813 | 85.5467 | 147109783 | 30 | 100.0000 | 0.0000 |

| Resolution Required : (Ordinary) | | 4 - To appoint a Director in place of Mr. Rajendra Kalkar (DIN: 03269314), who retires by rotation and, being eligible, offers himself for re-appointment | | | | | | |
|---|----------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | NO | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 78214487 | 78214487 | 100.0000 | 78214487 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 78214487 | 100.0000 | 78214487 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 87185001 | 68516789 | 78.5878 | 51405305 | 17111484 | 75.0259 | 24.9741 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 68516789 | 78.5878 | 51405305 | 17111484 | 75.0259 | 24.9741 |
| Public Non Institutions | E-Voting | 6564938 | 357375 | 5.4437 | 357345 | 30 | 99.9916 | 0.0084 |
| | Poll | | 21162 | 0.3223 | 21162 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 378537 | 5.7660 | 378507 | 30 | 99.9921 | 0.0079 |
| Total | | 171964426 | 147109813 | 85.5467 | 129998299 | 17111514 | 88.3682 | 11.6318 |

| Resolution Required : (Special) | | | 5 - To approve re-appointment and payment of remuneration to Mr. Shishir Shrivastava (DIN: 01266095) as Managing Director for a period of 5 years with effect from July 30, 2021 to July 29, 2026 | | | | | |
|---|----------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | NO | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 78214487 | 78214487 | 100.0000 | 78214487 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 78214487 | 100.0000 | 78214487 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 87185001 | 68516789 | 78.5878 | 50337139 | 18179650 | 73.4669 | 26.5331 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 68516789 | 78.5878 | 50337139 | 18179650 | 73.4669 | 26.5331 |
| Public Non Institutions | E-Voting | 6564938 | 357375 | 5.4437 | 357345 | 30 | 99.9916 | 0.0084 |
| | Poll | | 21162 | 0.3223 | 21162 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 378537 | 5.7660 | 378507 | 30 | 99.9921 | 0.0079 |
| Total | | 171964426 | 147109813 | 85.5467 | 128930133 | 18179680 | 87.6421 | 12.3579 |

| Resolution Required : (Ordinary) | | 6 - To approve appointment of Mr. Rajesh Kulkarni (DIN: 03134336) as a Director | | | | | | |
|---|----------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | NO | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | [3]=[2]/[1]*100 | [4] | [5] | [6]=[4]/[2]*100 | [7]=[5]/[2]*100 |
| Promoter and Promoter Group | E-Voting | 78214487 | 78214487 | 100.0000 | 78214487 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 78214487 | 100.0000 | 78214487 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 87185001 | 68516789 | 78.5878 | 51405305 | 17111484 | 75.0259 | 24.9741 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 68516789 | 78.5878 | 51405305 | 17111484 | 75.0259 | 24.9741 |
| Public Non Institutions | E-Voting | 6564938 | 357375 | 5.4437 | 357345 | 30 | 99.9916 | 0.0084 |
| | Poll | | 21162 | 0.3223 | 21162 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 378537 | 5.7660 | 378507 | 30 | 99.9921 | 0.0079 |
| Total | | 171964426 | 147109813 | 85.5467 | 129998299 | 17111514 | 88.3682 | 11.6318 |

| Resolution Required : (Special) | | | 7 - To approve appointment and payment of remuneration to Mr. Rajesh Kulkarni (DIN: 03134336) as a Whole-time Director for a period of 5 years with effect from May 27, 2021 to May 26, 2026 | | | | | |
|---|----------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | NO | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 78214487 | 78214487 | 100.0000 | 78214487 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 78214487 | 100.0000 | 78214487 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 87185001 | 68516789 | 78.5878 | 49827539 | 18689250 | 72.7231 | 27.2769 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 68516789 | 78.5878 | 49827539 | 18689250 | 72.7231 | 27.2769 |
| Public Non Institutions | E-Voting | 6564938 | 357375 | 5.4437 | 357345 | 30 | 99.9916 | 0.0084 |
| | Poll | | 21162 | 0.3223 | 21162 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 378537 | 5.7660 | 378507 | 30 | 99.9921 | 0.0079 |
| Total | | 171964426 | 147109813 | 85.5467 | 128420533 | 18689280 | 87.2957 | 12.7043 |

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

September 25, 2021

The Chairman/Company Secretary

The Phoenix Mills Limited

462, Senapati Bapat Marg,

Lower Parel, Mumbai – 400013,

Maharashtra, India

Dear Sir,

Sub: **Scrutinizer's Report on remote e-voting prior to and e-voting during the 116th Annual General Meeting of the Members of The Phoenix Mills Limited held on September 24, 2021**

The Phoenix Mills Limited ('the Company') vide a resolution of its Board of Directors dated August 6, 2021, appointed Mr. Himanshu S. Kamdar (Membership No. FCS 5171), Partner of M/s Rathi & Associates, Company Secretaries, Mumbai, as the Scrutinizer to ensure that the process of remote e-voting and e-voting conducted at the 116th Annual General Meeting ('AGM') held on Friday, September 24, 2021 on the resolutions contained in the Notice dated August 6, 2021 for the AGM, as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ('the Act') as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The AGM was held through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') without the physical presence of the Members at a common venue and in compliance with Circular No. 20/2020 dated May 5, 2020 read with Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 02/2021 dated January 13, 2021 ('MCA Circulars') issued by the Ministry of Corporate Affairs ('MCA'). The Company had provided e-voting facility during the time of AGM for those shareholders who did not cast their votes through remote e-voting facility prior to the AGM.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting prior to and e-voting during the AGM on the resolutions contained in the aforesaid Notice of the 116th AGM of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting prior to AGM and e-voting conducted during the AGM is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "In Favour" or "Against" the resolutions, based on the reports generated from the system related to remote e-voting prior to AGM and e-voting conducted during the AGM, of Link Intime India Private Limited, the agency engaged by the Company to provide remote e-voting facility prior to the AGM and e-voting conducted during the AGM.

As required under Section 101 of the Act read with aforementioned circulars issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India, Notice of AGM along with Explanatory Statement under Section 102 of the Act was sent to the Members by electronic means. In compliance with the provisions of MCA Circulars, the AGM of the Company was held through VC/OAVM. Following resolutions were proposed for approval by remote e-voting prior to AGM and e-voting conducted during the AGM by the Members of the Company:

1. **Resolution No. 1** as an **Ordinary Resolution** for adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon;
2. **Resolution No. 2** as an **Ordinary Resolution** for adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Report of the Auditors thereon;
3. **Resolution No. 3** as an **Ordinary Resolution** for declaration of a dividend of Re 1/- per Equity Share of the face value of Rs. 2/- each, for the Financial Year ended March 31, 2021;

4. **Resolution No. 4** as an **Ordinary Resolution** for re-appointment of Mr. Rajendra Kalkar (DIN: 03269314), who retired by rotation and, being eligible, had offered himself for re- appointment, as Director of the Company;
5. **Resolution No. 5** as a **Special Resolution** for re-appointment of and payment of remuneration to Mr. Shishir Shrivastava (DIN: 01266095) as Managing Director for a period of 5 years with effect from July 30, 2021 to July 29, 2026;
6. **Resolution No. 6** as an **Ordinary Resolution** for appointment of Mr. Rajesh Kulkarni (DIN: 03134336) as a Director, liable to retire by rotation;
7. **Resolution No. 7** as a **Special Resolution** for approval of appointment of and payment of remuneration to Mr. Rajesh Kulkarni (DIN: 03134336) as a Whole-time Director for a period of 5 years with effect from May 27, 2021 to May 26, 2026.

Remote e-voting facility was made available to shareholders of the Company to cast their votes from 9.00 a.m. (IST) of Tuesday, September 21, 2021 upto 5.00 p.m. (IST) of Thursday, September 23, 2021. The shareholders who cast votes through remote e-voting prior to AGM, were not entitled to cast votes through e-voting conducted during the AGM. Accordingly, votes cast through remote e-voting upto 5.00 p.m. (IST) of Thursday, September 23, 2021 and votes cast through e-voting conducted during the 116th AGM have been considered for my scrutiny.

After the conclusion of the 116th AGM, the details of voting through remote e-voting prior to AGM and e-voting conducted during the AGM were unlocked. A summary of the votes cast by the Members through remote e-voting prior to AGM and e-voting conducted during the AGM with their pattern of voting is as per **Annexure** attached to this Report.

The results of the voting by members through remote e-voting prior to AGM and e-voting conducted during the AGM in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company or the Company Secretary as authorized in this regard by the Board of Directors of the Company.

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**

**HIMANSHU
SHANTILAL
KAMDAR**

Digitally signed by HIMANSHU SHANTILAL
KAMDAR
DN: c=IN, o=Personal,
pseudonym=199965230fcb200db48b84e522fc
23dbb2959cdf154226fa08ee41b996cf761c,
postalCode=400057, st=MAHARASHTRA,
serialNumber=165d24ec5a0a37bad138e30c8
1df0df6ec2224ceaf7ac639a853767f0d06ac0,
cn=HIMANSHU SHANTILAL KAMDAR
Date: 2021.09.25 17:43:21 +05'30'

**HIMANSHU S. KAMDAR
PARTNER
M. NO.: FCS 5171
COP NO.:3030
UDIN: F005171C001006105**

**COUNTERSIGNED BY
For THE PHOENIX MILLS LIMITED**

**Gajendra
Mewara** Digitally signed by
Gajendra Mewara
Date: 2021.09.25
22:21:25 +05'30'

**GAJENDRA MEWARA
COMPANY SECRETARY
M. NO.: A22941**

ANNEXURE

Summary of votes cast by way of remote e-voting prior to AGM and e-voting conducted during the AGM for each of the resolutions is given below:

Resolution No. 1 as an **Ordinary Resolution** for adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon.

| Sr. No. | Particulars | Resolution 1 | |
|---------|---|--------------------------|--------------------|
| | | No. of members who voted | No. of Votes |
| a. | Votes cast through e-voting conducted at AGM | 9 | 21,162 |
| b. | Votes cast through remote e-voting prior to AGM | 315 | 147,006,305 |
| | Total | 324 | 147,027,467 |
| c. | Less: Invalid e-voting/remote e-voting | - | - |
| d. | Net Valid Voting | 324 | 147,027,467 |
| | (i) Voting with assent for the Resolution | 322 | 147,027,437 |
| | % of Assent | | 100* |
| | (ii) Voting with dissent for the Resolution | 2 | 30 |
| | % of Dissent | | 0 |

*rounded off to nearest decimal.

Resolution No. 2 as an **Ordinary Resolution** for adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Report of the Auditors thereon.

| Sr. No. | Particulars | | Resolution 2 | |
|---------|---|--|--------------------------|--------------------|
| | | | No. of members who voted | No. of Votes |
| a. | Votes cast through e-voting conducted at AGM | | 9 | 21,162 |
| b. | Votes cast through remote e-voting prior to AGM | | 315 | 147,006,305 |
| | Total | | 324 | 147,027,467 |
| c. | Less: Invalid e-voting/remote e-voting | | - | - |
| d. | Net Valid Voting | | 324 | 147,027,467 |
| | (i) | Voting with assent for the Resolution | 322 | 147,027,437 |
| | | % of Assent | 100* | |
| | (ii) | Voting with dissent for the Resolution | 2 | 30 |
| | | % of Dissent | 0 | |

*rounded off to nearest decimal.

Resolution No. 3 as an **Ordinary Resolution** for declaration of a dividend of Re 1/- per Equity Share of the face value of Rs. 2/- each, for the Financial Year ended March 31, 2021.

| Sr. No. | Particulars | | Resolution 3 | |
|---------|---|--|--------------------------|--------------------|
| | | | No. of members who voted | No. of votes |
| a. | Votes cast through e-voting conducted at AGM | | 9 | 21,162 |
| b. | Votes cast through remote e-voting prior to AGM | | 316 | 147,088,651 |
| | Total | | 325 | 147,109,813 |
| c. | Less: Invalid e-voting/remote e-voting | | - | - |
| d. | Net Valid Voting | | 325 | 147,109,813 |
| | (i) | Voting with assent for the Resolution | 323 | 147,109,783 |
| | | % of Assent | 100* | |
| | (ii) | Voting with dissent for the Resolution | 2 | 30 |
| | | % of Dissent | 0 | |

*rounded off to nearest decimal.

Resolution No. 4 as an **Ordinary Resolution** for re-appointment of Mr. Rajendra Kalkar (DIN: 03269314), who retired by rotation and, being eligible, had offered himself for re-appointment, as Director of the Company.

| Sr. No. | Particulars | | Resolution 4 | |
|---------|---|--|--------------------------|--------------------|
| | | | No. of members who voted | No. of votes |
| a. | Votes cast through e-voting conducted at AGM | | 9 | 21,162 |
| b. | Votes cast through remote e-voting prior to AGM | | 316 | 147,088,651 |
| | Total | | 325 | 147,109,813 |
| c. | Less: Invalid e-voting/remote e-voting | | 0 | 0 |
| d. | Net Valid Voting | | 325 | 147,109,813 |
| | (i) | Voting with assent for the Resolution | 229* | 129,998,299 |
| | | % of Assent | 88.37 | |
| | (ii) | Voting with dissent for the Resolution | 98* | 17,111,514 |
| | | % of Dissent | 11.63 | |

*includes such shareholders who have casted votes partly in favour and partly against the resolution.

Resolution No. 5 as a **Special Resolution** for re-appointment of and payment of remuneration to Mr. Shishir Shrivastava (DIN: 01266095) as Managing Director for a period of 5 years with effect from July 30, 2021 to July 29, 2026.

| Sr. No. | Particulars | | Resolution 5 | |
|---------|---|--|--------------------------|--------------------|
| | | | No. of members who voted | No. of votes |
| a. | Votes cast through e-voting conducted at AGM | | 9 | 21,162 |
| b. | Votes cast through remote e-voting prior to AGM | | 316 | 147,088,651 |
| | Total | | 325 | 147,109,813 |
| c. | Less: Invalid e-voting/remote e-voting | | - | - |
| d. | Net Valid Voting | | 325 | 147,109,813 |
| | (i) | Voting with assent for the Resolution | 218* | 128,930,133 |
| | | % of Assent | | 87.64 |
| | (ii) | Voting with dissent for the Resolution | 108* | 18,179,680 |
| | | % of Dissent | | 12.36 |

*includes such shareholders who have casted votes partly in favour and partly against the resolution.

Resolution No. 6 as an **Ordinary Resolution** for appointment of Mr. Rajesh Kulkarni (DIN: 03134336) as a Director of the Company, liable to retire by rotation.

| Sr. No. | Particulars | | Resolution 6 | |
|---------|---|--|--------------------------|--------------------|
| | | | No. of members who voted | No. of votes |
| a. | Votes cast through e-voting conducted at AGM | | 9 | 21,162 |
| b. | Votes cast through remote e-voting prior to AGM | | 316 | 147,088,651 |
| | Total | | 325 | 147,109,813 |
| c. | Less: Invalid e-voting/remote e-voting | | 0 | 0 |
| d. | Net Valid Voting | | 325 | 147,109,813 |
| | (i) | Voting with assent for the Resolution | 229* | 129,998,299 |
| | | % of Assent | | 88.37 |
| | (ii) | Voting with dissent for the Resolution | 98* | 17,111,514 |
| | | % of Dissent | | 11.63 |

*includes such shareholders who have casted votes partly in favour and partly against the resolution.

Resolution No. 7 as a **Special Resolution** for approval of appointment of and payment of remuneration to Mr. Rajesh Kulkarni (DIN: 03134336) as a Whole-time Director for a period of 5 years with effect from May 27, 2021 to May 26, 2026.

| Sr. No. | Particulars | | Resolution 7 | |
|---------|---|--|--------------------------|--------------------|
| | | | No. of members who voted | No. of votes |
| a. | Votes cast through e-voting conducted at AGM | | 9 | 21,162 |
| b. | Votes cast through remote e-voting prior to AGM | | 316 | 147,088,651 |
| | Total | | 325 | 147,109,813 |
| c. | Less: Invalid e-voting/remote e-voting | | 0 | 0 |
| d. | Net Valid voting | | 325 | 147,109,813 |
| | (i) | Voting with assent for the Resolution | 213* | 128,420,533 |
| | | % of Assent | 87.30 | |
| | (ii) | Voting with dissent for the Resolution | 113* | 18,689,280 |
| | | % of Dissent | 12.70 | |

*includes such shareholders who have casted votes partly in favour and partly against the resolution.